





Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

On August 7, 2013, and on the recommendation of the Compensation Committee, the independent directors of the Board of Directors of Array BioPharma Inc. (the "Company") approved the performance bonus program for annual bonus awards that may be earned by employees of the Company, including the Company's executive officers, for fiscal 2014. Under the bonus program, certain of the Company's employees, including its executive officers, will be entitled to earn a bonus payable in cash, stock or stock option equivalents based upon the achievement of certain specified performance goals and objectives relating to the Company and to each individual participant. To the extent the corporate and individual performance goals are met, each participant may be eligible to receive a target bonus calculated by multiplying the participant's base salary by a percentage value later assigned to the participant or to his or her position with the Company by the Compensation Committee. A percentage of this target bonus amount may be awarded following the end of the fiscal year to the extent the Compensation Committee determines the corporate and individual performance goals are met. The plan can be amended in whole or in part by the Compensation Committee at any time until paid. The Compensation Committee recommended and the independent directors of the Board approved the specific performance goals for fiscal 2014 under the performance bonus program. The performance bonuses for 2014 will be based both on individual performance and on the Company's performance relative to the following performance criteria: clinical development goals, transactional goals relating to out-licensing partnership, discovery research goals, revenue, earnings per share, and year-end cash. In determining the bonus awards for fiscal 2014, the foregoing goals will be weighted approximately as follows: clinical development goals 59%; transactional goals 17%; discovery research goals 12% and financial goals 12%. A description of the performance bonus program is filed with this report as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Description of performance bonus program

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 12, 2013

Array BioPharma Inc.

By: /s/ R. Michael Carruthers  
R. Michael Carruthers  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Description of performance bonus program

4